IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

	:	**Chapter 11**
In re	:	
	:	**Case No. 13-11761 (BLS)**
AgFeed USA, LLC, *et al.*[1]	:	
	:	**Jointly Administered**
Debtors.	:	
	:	**Objection Deadline: February 26, 2014, at 4:00 p.m. (ET)**

COVER SHEET TO FIFTH MONTHLY APPLICATION OF FOLEY & LARDNER LLP AS SPECIAL COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

Name of Applicant:	Foley & Lardner LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	August 28, 2013 (*nunc pro tunc* to July 15, 2013)
Period for which compensation and reimbursement are sought:	December 1, 2013 through December 31, 2013
Amount of Compensation sought as actual, reasonable, and necessary:	$30,317.75
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	$3,552.67

This is a(n): __X__ monthly _____ interim ____ final application

[1] The Debtors and the last four digits of their federal tax identification number are: AgFeed USA, LLC (8748), AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, LC (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC(5834); M2P2 AF IV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The mailing address for the Debtors is 816 Congress Ave., Suite 1280, Austin, Texas 78701.

PRIOR MONTHLY FEE APPLICATIONS FILED

Date Filed	Period Covered	Requested		Status: Approved/Pending
		Fees	Expenses	
10/11/2013	7/15/13 – 8/31/13	$301,087.30	$8,994.34	Approved
11/1/2013	9/1/13 – 9/30/13	$242,496.00	$262.15	Approved
11/29/2013	10/1/13 – 10/31/13	$155,983.50	$423.59	Approved
1/9/2014	11/1/13 – 11/30/13	$126,328.00	$2,230.13	Pending

COMPENSATION BY PROFESSIONAL FOR HOURLY FEE SERVICES DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

Professional	Title	Hourly Rate	Hours	Fees
Agen, Joshua A.	Senior Counsel	$520	1.3	$676.00
Bishop, Garrett F.	Associate	$300	4.3	$1,290.00
Bowen, Michael A.	Partner	$615	0.2	$123.00
Casper, Richard H.	Partner	$880	0.3	$264.00
DeMartino, Jeffrey	Associate	$500	0.3	$150.00
Gunther, Carol A.	Paralegal	$210	0.9	$189.00
Hall, Katherine E.	Paralegal	$250	7.1	$1,775.00
Lenz, Ethan D.	Partner	$695	2.3	$1,598.50
Meng, Chao (Charley)	Associate	$360	2.5	$900.00
Peterson, Lars A.	Associate	$480	4.7	$2,256.00
Plichta, Mark T.	Partner	$635	8.4	$5,334.00
Sacks, Selig D.	Partner	$800	15.6	$10,440.00
Small, Michael J.	Partner	$685	8.3	$4,623.75
Zhu, Julie Lee	Partner	$635	1.1	$698.50
Total Hours and Fees			**57.3**	**$30,317.75**

Blended Hourly Rate: $529.11

COMPENSATION BY PROJECT CATEGORY
DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

Project Category	Hours	Fees
Bankruptcy Motions & Pleadings	1.8	$1,440.00
SEC Filings	12.6	$6,652.00
Board of Directors Meetings	0.9	$571.50
Sale of Assets – Documents & Negotiation	3.6	$1,598.50
D&O Coverage Issues	5.1	$3,838.50
General Corporate	6.0	$3,810.50
Fee/Employment Applications	26.5	$11,803.75
Hormel Issues	0.8	$603.00
Total Hours and Fees	**57.3**	**$30,317.75**

EXPENSE SUMMARY
DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

Expense Category	Total Expenses
Transportation / Travel Expenses	$462.25
Recording / Filing Fees	$1,323.93
Shipping/courier/messenger services	$20.90
Long Distance Telephone Charges	$221.28
Foreign Associates	$1,518.17
Telephone Conferencing Charges	$6.14
Total	**$3,552.67**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	**Chapter 11**
	:	**Case No. 13-11761 (BLS)**
AgFeed USA, LLC, *et al.*[1]	:	**Jointly Administered**
Debtors.	:	**Objection Deadline: February 26, 2014, at 4:00 p.m. (ET)**

FIFTH MONTHLY APPLICATION OF FOLEY & LARDNER LLP AS SPECIAL COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM DECEMBER 1, 2013 THROUGH DECEMBER 31, 2013

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Court's Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 176] (the "Interim Compensation Order"), Foley & Lardner LLP ("Foley") hereby files this Fourth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses for the Period From December 1, 2013 through December 31, 2013 (the "Application"). By this Application, Foley seeks approval of compensation in the amount of $30,317.75 as compensation for services rendered and $3,552.67 in reimbursement of actual and necessary expenses, for a total of $33,870.42, during the period of December 1, 2013 through December 31, 2013 (the "Compensation Period"). In support of this Application, Foley respectfully represents as follows:

[1] The Debtors and the last four digits of their federal tax identification number are: AgFeed USA, LLC (8748), AgFeed Industries, Inc. (7168); TS Finishing, LLC (8748); New York Finishing, LLC (8748); Pork Technologies, LC (2076); New Colony Farms, LLC (9246); Heritage Farms, LLC (8141); Heritage Land, LLC (8129); Genetics Operating, LLC (1921); M2P2 Facilities, LLC (8748); MGM, LLC (8748); M2P2 General Operations, LLC (8748); New Colony Land Company, LLC(5834); M2P2 AF IV, LLC (8748); Midwest Finishing, LLC (8748); and Genetics Land, LLC (1921). The mailing address for the Debtors is 816 Congress Ave., Suite 1280, Austin, Texas 78701.

Background

1. On July 15, 2013 (the "Petition Date"), the above-captioned Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. On July 31, 2013, the Debtors filed their application for an order authorizing the retention of Foley as special counsel to the Debtors under section 327(e) of the Bankruptcy Code, *nunc pro tunc* to the Petition Date (the "Retention Application") [Docket No. 91].

3. On August 28, 2013, the Court entered an order approving the Retention Application effective as of the Petition Date (the "Retention Order") [Docket No. 241].

Compensation Paid and Its Source

4. All services for which compensation is requested by Foley were performed for or on behalf of the Debtors.

5. As disclosed in the Retention Application, Foley holds a pre-petition retainer to be applied against its fees incurred during the Chapter 11 Cases as such fees are approved until the retainer is exhausted. Foley has otherwise received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Foley and any other person other than the directors of Foley for the sharing of compensation to be received for services rendered in these cases.

Foley's Fee and Expense Detail

6. Foley incurred fees for professional services rendered to the Debtors during the Compensation Period in the amount of $30,317.75. Foley's fee detail for the Compensation Period is attached hereto as Exhibit A. This detail contains daily time logs describing the time spent by each professional for this period. To the best of Foley's knowledge, this Application complies with

sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

7. Foley also incurred actual and necessary expenses in the amount of $3,552.67 during the Compensation Period. Foley's expense detail for the Compensation Period is attached to this Application as Exhibit B.

8. In accordance with the Interim Compensation Order, Foley requests that, upon the expiration of the objection deadline with respect to this Application, and the filing of a certificate of no objection, the Debtors be authorized to pay Foley an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application, to the extent that any such amounts are owed after application of the retainer.

Summary of Services by Project Category

9. The services Foley performed for the Debtors during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A.

A. Bankruptcy Motions & Pleadings

Fees: $1,440.00 Hours: 1.8

This category relates to services performed by Foley professionals in connection with various motions and filings in these chapter 11 cases, claims and other matters.

B. Hormel Issues

Fees: $603.00 Hours: 0.8

This category relates to services performed by Foley professionals in connection with the Debtors' claims against Hormel.

C. Fee/Employment Applications

Fees: $11,803.75 Hours: 26.5

This category relates to services performed by Foley professionals in connection with the retention and compensation of Foley as special counsel to the Debtors in these chapter 11 cases, including work on Foley's monthly and interim fee applications, work in response to the objection of James Regnante, attendance at a hearing on Foley's interim fee application, and other matters.

D. SEC Filings

Fees: $6,652.00 Hours: 12.6

This category relates to work performed by Foley professionals to assist the Debtors in complying with their SEC filing requirements, including services with respect to the preparation and filing of the Debtors' forms 8-K.

E. Board of Directors Meetings

Fees: $571.50 Hours: 0.9

This category relates to work by Foley professionals in connection with the Board of Directors meetings of AgFeed Industries, Inc., including preparation for, attendance at, and follow-up on such Board of Directors meetings.

F. Sale of Assets - Documentation & Negotiation

Fees: $1,598.50 Hours: 3.6

This category relates to counseling Foley provided to the Debtors with respect to the sale of certain China-based assets of AgFeed Industries, Inc. and/or its subsidiaries. Foley's services included drafting of transaction documents, and communications with potential purchasers.

G. D&O Coverage Issues

Fees: $3,838.50 Hours: 5.1

This category relates to services performed by Foley professionals in connection with the Debtors' directors' and officers' liability insurance coverage, including services aimed at securing coverage of certain claims.

H. General Corporate

Fees: $3,810.50 Hours: 6.0

This category relates to services performed by Foley professionals in connection with general corporate legal services on behalf of AgFeed Industries, Inc.

Certification

10. In accordance with Local Rule 2016-2(f), the undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his information, knowledge and belief that this Application complies with Local Rule 2016-2 except as otherwise stated herein.

WHEREFORE, Foley respectfully requests that the Court (i) approve this Application; (ii) authorize Foley to draw down upon its retainer all amounts due and owing in accordance with the Interim Compensation Order, (iii) authorize the Debtors to remit to Foley any remaining amounts due and owing in accordance with the Interim Compensation Order; and (iv) grant such other and further relief as may be appropriate.

Dated: February 13, 2014
New York, New York

FOLEY & LARDNER LLP

/s/ Selig D. Sacks

Selig D. Sacks
Partner
Foley & Lardner LLP
90 Park Avenue
New York, NY 10016
Phone: (212) 682-7474
Fax: (212) 687-2329
E-mail: ssacks@foley.com

Special Counsel for the Debtors